

**UNITED STATES DISTRICT COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK**

EDGAR BRONFMAN, JR.,

Plaintiff,

—against—

VIVENDI HOLDING I CORPORATION,  
THE BENEFIT EQUALIZATION PLAN OF  
VIVENDI, S.A., and THE HUMAN  
RESOURCES COMMITTEE OF THE  
BOARD OF DIRECTORS OF VIVENDI,  
S.A., as administrator of the BENEFIT  
EQUALIZATION PLAN,

Defendants.

07 Civ. 2875 (GBD)

**DECLARATION OF CHARLES A. MICHAEL**

1. I am an associate with the law firm of Sullivan & Cromwell LLP, counsel for Edgar Bronfman, Jr. (“Bronfman”) in the above-captioned action, and am admitted to practice before this Court. I have personal knowledge of the facts set forth in this declaration. I make this declaration in support of Bronfman’s Opposition to Defendants’ Motion to Dismiss.

2. Attached as Exhibit 1 is a true and correct copy of a Stipulation and Order signed by the Court on May 31, 2007.

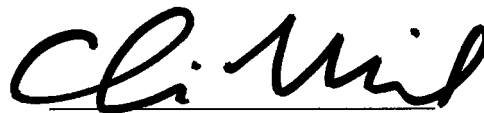
3. Attached as Exhibit 2 is a true and correct copy of an affidavit of service, reflecting that Sarah J. Frank, a member of the Human Resources Committee of Vivendi, S.A., was personally served with the summons and complaint in this action on May 3, 2007.

4. Attached as Exhibit 3 is a true and correct copy of an excerpt from a Form 20-F that Vivendi, S.A. filed with the Securities Exchange Commission on June 29, 2006.

5. On or about April 20, 2007, I caused the Clerk of Court to send a summons and complaint by mail (with receipt requested) to the Human Resources Committee of Vivendi, S.A., as authorized by Rule 4(f)(2)(C)(ii) of the Federal Rules of Civil Procedure. Attached as Exhibit 4 is a true and correct copy of the receipt from FedEx, reflecting that the summons and complaint were delivered on April 23, 2007.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: New York, New York  
June 13, 2007

A handwritten signature in black ink, appearing to read "Ch. Michael", written over a horizontal line.

Charles A. Michael